

WARRANTY DEED AND SPECIAL POWER OF ATTORNEY

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the undersigned, DAVID M. NANCE and wife, ERICA B. KNUTSON NANCE, do hereby sell, convey and warrant unto Ceba W. Woods, Jr., a married person

_____, the following described land and property lying and being situated in DESOTO County, Mississippi, to-wit:

Lot 5, TIMBERLAKE SUBDIVISION, in Section 4, Township 2 South, Range 7 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 28, Pages 32-33, in the Office of the Chancery Clerk of DeSoto County, Mississippi.

THIS CONVEYANCE is made subject to any and all applicable building restrictions, restrictive covenants, rights-of-way, easements and mineral reservations of record.

IT IS AGREED AND UNDERSTOOD that ad valorem taxes for the current year have been prorated.

AND WE DO BY THESE PRESENTS make, constitute and appoint HFS Mobility Services Corporation, a Delaware Corporation ("Agent") and/or Mid South Title Agency, Inc, a Mississippi Corporation ("Agent") and/or its authorized and designated agents or representatives, as our true and lawful agent and attorney-in-fact to do and perform for us in our name, place and stead, and for our use and benefit, to execute a standard form lien waiver and any other documents necessary for delivery of this deed and to complete the sale of the property herein described, including, but not limited to, the HUD-1 Settlement Statement, HUD-1 Certification, Affidavit of Purchaser and Seller, Lender Assumption Statements and/or Modification Agreement, Lender Compliance Agreement, and any other documents required for said sale and conveyance. We further give and grant unto our Agent full power and authority to do and exercise of any of the foregoing powers as fully as we might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that our Agent shall lawfully do or cause to be done by virtue hereof. This Power of Attorney shall not be affected by disability, incompetency or incapacity of Principal, and shall be governed by the laws of the State of Mississippi. This Power of Attorney is coupled with an interest and shall remain in force and effect until the sale contemplated is closed, and shall not be revoked by either of the undersigned prior to said time.

STATE MS.-DESOTO CO.
FILED

AUG 21 11 34 AM '97

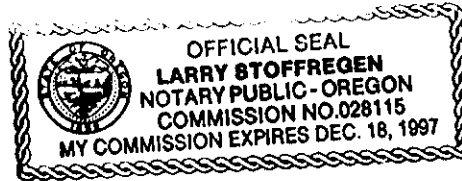
BK 320 PG 587
W.E. DAVIS CH. CLK.

WITNESS THE SIGNATURE OF THE GRANTORS, this the 11 day of August, 1997

David M. Nance
DAVID M. NANCE

Erica B. Knutson-Nance
ERICA B. KNUTSON NANCE

STATE OF Oregon
COUNTY OF Multnomah



PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named DAVID M. NANCE, who acknowledged to me that he signed, executed and delivered the above and foregoing Warranty Deed and Special Power of Attorney on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 11th day of August, 1997

Larry Stoffregen
NOTARY PUBLIC

My Commission Expires:

12/18/97

STATE OF Oregon
COUNTY OF Multnomah



PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named ERICA B. KNUTSON NANCE, who acknowledged to me that she signed, executed and delivered the above and foregoing Warranty Deed and Special Power of Attorney on the day and year therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL OF OFFICE, this the 11th day of August, 1997

Larry Stoffregen
NOTARY PUBLIC

My Commission Expires:

12/18/97

ADDRESS OF GRANTORS:

7320 S.W. 158th Pl

Beaverton OR 97005

Phone No: (503) 350-1684 Home
N/A Work

This instrument prepared by:

ADDRESS OF GRANTEE:

5035 Windy Ridge

Southaven, MS 38671

(601) 393-5116 Home

Phone No: (901) 398-7999 Work

Fred A. Ross, Jr.

Attorney for HFS Mobility Services

800 Woodlands Pkwy., Suite 116

Ridgeland, MS 39157

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